

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

W.R. GRACE & COMPANY, et al¹,

Debtors.

Chapter 11

Case No. 01-01139(JKF)

(Jointly Administered)

Objection Deadline: *1-13-14*

Hearing Date: *3-26-14 at 10 AM*

NOTICE OF FILING OF QUARTERLY FEE APPLICATION

TO: (1) The Debtors; (2) Office of the United States Trustee; (3) Counsel to the Official Committee of Unsecured Creditors; (4) Counsel to the Official Committee of Personal Injury Claimants; (5) Counsel to the Official Committee of Property Damage Claimants; (6) Counsel to the Debtor-in-Possession Lenders (the "DIP Lenders"); and (7) counsel to the Official committee of Equity Holders.

Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C. ("Baker Donelson"), advisor to the above captioned Debtors and Debtors in Possession in the above captioned Chapter 11 cases (collectively the "Debtors"), filed and served their Thirty-Seventh

¹ The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc. Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (fka Grace Cocoa management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B (I Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc, Grace H-Gm II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenni Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolity Enterprises Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Interim Application of Baker Donelson for Compensation and Reimbursement of Expenses for July 1, 2013, through September 30, 2013, seeking compensation for the reasonable and necessary services rendered to the Debtors in the amount of \$90,000.00 and reimbursement for actual and necessary expenses in the amount of \$51.84 (the "Fee Application").

Objections or responses to the Fee Application, if any must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, 6th Floor, Wilmington, Delaware, 19801 on or before January 13, 2014 at 4:00 p.m.

At the same time, you must also serve a copy of the objection or responses, if any, upon the following: (i) co-counsel for the Debtors, James H.M. Sprayregen, P.C., Kirkland & Ellis, LLP, 200 East Randolph Drive, Chicago, Illinois 60601 (fax number 312.861.2200), and James E. O'Neill, Esquire, Pachulski, Stang, Ziehl, Young, Jones & Weintraub, LLP, 919 North Market Street, Suite 1700, P. O. Box 8705, Wilmington, Delaware, 19899-8705 (fax number 302.652.4400); (ii) counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan, 180 Maiden Lane, New York, New York 10038-4982 (fax number 212.806.6006), and Michael R. Lastowski, Esquire, Duane Morris & Heckscher, LLP, 1100 N. Market Street, Suite 1200, Wilmington, Delaware, 19801-1246 (fax number 302.657.4901); (iii) counsel to the Official committee of Property Damage Claimants, Scott L. Baena, Esquire, Bilzin, Sumberg, Dunn Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, Florida, 33131 (fax number 305.374.7593), and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P. O.

Box 1351, Wilmington, Delaware, 19899 (fax number 302.575.1714); (iv) counsel to the Official Committee of Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36th Floor, New York, New York 10022 (fax number 212.644.6755), and Marla Eskin, Esquire, Campbell & Levine, LLC, Chase Manhattan Center, 15th Floor, 1201 Market Street, Suite 1500, Wilmington, Delaware, 19801 (fax number 302.426.9947; (v) counsel to the DIP Lenders, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, Illinois 60606 (fax number 312.993.9767), and Steven M. Yoder, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P. O. Box 25130, Wilmington, Delaware 19899 (fax number 302.658.6395);(vi) the Office of the United States Trustee, Attn: Frank J. Perch, Esquire, 844 N. King Street, Wilmington, Delaware, 19801 (fax number 302.573.6497); (vii) counsel to the Office Committee of Equity Holders, Thomas M. Mayer, Esquire, Kramer, Levin, Naftalis & Frankel LLP, 919 Third Avenue, New York, New York 10022 (fax number 212.715.8000) and Teresa K.D. Currier, Esquire, Klett, Rooney, Lieber & Schorling, 1000 West Street, Suite 1410, Wilmington, Delaware 19801(fax number 302.552.4295).

A HEARING ON THE FEE APPLICATION WILL BE HELD ON

March 26, 2014 at 10:00 AM.

Dated: Dec. 24, 2013

KIRKLAND & ELLIS, LLP
James H.M. Sprayregen, P.C.
Janet Baer
James W. Kapp, III
Samuel L. Blatnick
200 East Randolph Drive
Chicago, Illinois 60601
312.861.2000

and

PACHULSKI, STANG, ZIEHL,
YOUNG, JONES & WEINTRAUB,
LLP

1s/James E. O'Neill

Laura Davis Jones (Bar No. 2436)

James E. O'Neill (Bar No. 4042)

919 North Market Street, 17th Floor

P. O. Box 8705

Wilmington, DE 19899-8705

Telephone: 302.652.4100

Facsimile: 302.652.4400

Co-counsel for Debtors and Debtors
in Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

W.R. GRACE & COMPANY, et al¹,

Debtors.

Chapter 11

Case No. 01-01139(JKF)
(Jointly Administered)

Objection Date: 1-13-14
Due by: 4 pm
Hearing: 3-26-14 at 10 AM

**THIRTY-SEVENTH QUARTERLY APPLICATION² OF BAKER, DONELSON,
BEARMAN, CALDWELL & BERKOWITZ, P.C. FOR COMPENSATION AND FOR
REIMBURSEMENT OF EXPENSES FOR
JULY 1, 2013 THROUGH SEPTEMBER 30, 2013**

Pursuant to Sections 330 and 331 of Title 11 of the United States Code (the "Bankruptcy Code"), Fed. R. Bankr. P. 2016 and the Court's Amended Administrative Order under 11 U.S.C. §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, signed April

¹ The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a/ Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc. Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (fka Grace Cocoa management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-Gm II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenni Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolity Enterprises Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

² While this is the Thirty-Seventh Quarterly Fee Application of this Firm, it encompasses July through September 2013 which is the Fiftieth Interim Application Period.

17, 2002, Amending the Court's Administrative Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Allowance of Payment of Monthly Interim Compensation and Reimbursement of Expenses of Professionals entered May 3, 2001 (together the "Administrative Order"), the firm of Baker Donelson Bearman Caldwell & Berkowitz, P.C. ("Baker Donelson") hereby files this Thirty-Seventh Quarterly Application of Baker Donelson for Compensation and Reimbursement of Expenses for the Period Commencing July 1, 2013, through September 30, 2013 (the "Thirty-Seventh Fee Application"). By this Thirty-Seventh Fee Application, Baker Donelson seeks the interim allowance of compensation in the amount of \$90,000.00 and reimbursement of actual and necessary expenses in the amount of \$51.84 for a total of \$90,051.84 for the period of July 1, 2013, through September 30, 2013 (the "Interim Period"). In support of this Thirty-Seventh Fee Application, Baker Donelson respectfully represents as follows:

BACKGROUND

1. On April 2, 2001 (the "Petition Date") each of the Debtors (collectively the "Debtors") filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. Pursuant to Sections 1107 and 1108 of the Bankruptcy Code, the Debtors are continuing to operate their businesses and manage their properties and assets as Debtors-in-Possession.
2. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 §§ 157(b)(2).
3. On April 20, 2001, the court entered its Order that the Debtors' Chapter 11 cases be consolidated for procedural purposes only and administered jointly.
4. By this Court's Order dated June 16, 2004, the Debtors were authorized to retain Baker Donelson to advise the Debtors, their counsel, and their Board of Directors

with respect to legislative affairs and current pending, and future legislative affairs ("Legislative Affairs Services") and such other related services as the Debtors may deem necessary or desirable, effective as of April 2, 2001 (the "Retention Order"). The Retention Order authorizes Debtors to compensate Baker Donelson on a flat rate in the amount of \$17,000.00 per month for services rendered plus reimbursement of actual and necessary expenses incurred by Baker Donelson.

5. The Order Modifying and Expanding Services increased the flat rate for compensation for Legislative Affairs Services to an amount of \$20,000.00 per month effective March, 2005 for services rendered plus reimbursement of actual and necessary expenses incurred by Baker Donelson.
6. Pursuant to agreement with the Debtor the agreed compensation for 2011 was reduced to \$19,000.00, plus reimbursement of actual and necessary expenses incurred by Baker Donelson.
7. A Motion was filed on November 14, 2012 (Dk No. 29907), seeking an Order of the Court approving the modification and expansion of the scope of services provided by Baker Donelson and seeking entry of the Order *Nunc Pro Tunc* to May 1, 2012. On March 18, 2013 a Motion (Dk No. 30412) was filed by the Debtors seeking an Order approving Baker Donelson's monthly fixed fee, clarifying that Section 328(a) of the Bankruptcy Code provides the appropriate standard of review and expanding the scope of certain Legislative Affairs Services *Nunc Pro Tunc* to May 1, 2012. An Order was entered approving the Motion on April 17, 2013 entered *Nunc Pro Tunc* to May 1, 2012 (Dk No.30523).

8. Pursuant to the procedures set forth in the Administrative Order, professionals may request monthly compensation and reimbursement, and interested parties may object to such requests. If no interested party objects to a professional's request within twenty (20) days, the applicable professional may submit to the Court a Certification of No Objection authorizing the interim compensation and reimbursement of eighty percent (80%) of the fees requested and one hundred percent (100%) of the expenses requested subject to the filing and approval of interim and final fee applications of the professional. The professional is to also file a Quarterly Interim Fee Application.
9. Attached hereto as Appendix A is the Verification of E. Franklin Childress, Jr.

MONTHLY AND QUARTERLY FEE APPLICATIONS

10. On December 28, 2004, Baker Donelson filed its first Combined Monthly Fee Application for the months of February, 2004 through November, 2004. Since that date, Baker Donelson has filed monthly and corresponding quarterly fee applications which have been approved by the Court through the Thirty-Sixth Quarterly covering the months of April through June, 2013.
11. The Monthly Fee Applications filed for this Thirty-Seventh Quarterly Fee Application of Baker Donelson for the months of July, August and September, 2013, were filed seeking approval of the requested fees.
12. The Monthly Applications filed contain summaries of time expended describing the actual and necessary services provided by Baker Donelson during the Thirty-Second Interim Period. While Baker Donelson is to be compensated on a flat rate, the monthly summary time records attached as collective Appendix B

provide detail and information as to the work performed by Baker Donelson during the Thirty-Seventh Interim Period.

REQUESTED RELIEF

13. By this Thirty-Seventh Fee Application, Baker Donelson requests that the Court approve the interim allowance of compensation for professional services rendered in the amount of \$90,000.00 and the reimbursement of actual and necessary expenses incurred in the amount of \$51.84 by Baker Donelson during the Thirty-Seventh Interim Period. As stated above, the full scope of services provided and related expenses incurred are fully described in the fee detail attached hereto in Appendix B.
14. At all relevant times, Baker Donelson has been a disinterested person as that term is defined in Section 101(14) of the Bankruptcy Code, and has not represented or held an interest adverse to the interest of Debtors. All services for which compensation is requested by Baker Donelson were performed for or on behalf of Debtors and not on behalf of any committee, creditor or other person.
15. During the Interim Period, Baker Donelson has received no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with Debtors' cases.
16. Baker Donelson has no agreement with any non-affiliated entity to share any compensation earned in these Chapter 11 cases.
17. The professional services and related expenses for which Baker Donelson requests interim allowance of compensation and reimbursement of expenses were rendered and incurred in connection with Baker Donelson's provision of

professional services, particularly with regard to advice as to current, pending, and future legislative affairs.

18. Baker Donelson's services have been necessary and beneficial to Debtors, their estates and other parties in interest.

WHEREFORE, Baker Donelson respectfully requests that the Court enter an Order providing that for the period of July 1, 2013 through September 30, 2013, allowance will be made to Baker Donelson in the sum of \$90,000.00 as compensation for reasonable and necessary professional services rendered to Debtors and in the sum of \$51.84 for reimbursement of actual and necessary costs and expenses incurred, for a total of \$90,051.84, that Debtors be authorized and directed to pay to Baker Donelson the outstanding amount of such sums; and for such other and further relief as this Court deems just and proper.

Dated: December 23, 2013.

Respectfully submitted,

BAKER, DONELSON, BEARMAN,
CALDWELL & BERKOWITZ
A Professional Corporation

By: 

E. Franklin Childress, Jr., Shareholder
165 Madison Avenue
Suite 2000
Memphis, Tennessee 38103
(901) 526-2000
(901) 577-2303 – Facsimile

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

W.R. GRACE & COMPANY, et al¹,

Debtors.

Chapter 11

Case No. 01-01139(JKF)
(Jointly Administered)

VERIFICATION

State of Tennessee
County of Shelby

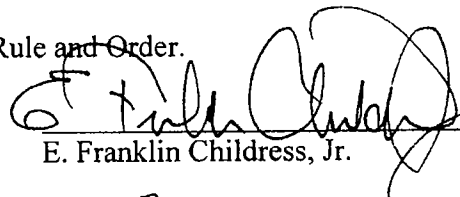
E. Franklin Childress, Jr., after being duly sworn according to law, deposes and says:

1. I am a shareholder and Practice Chair of Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C. ("Baker Donelson").
2. I am personally aware of Baker Donelson's retention to advise the Debtors, their counsel, and their Board of Directors with respect to current, pending and future legislative affairs described by Debtors as Legislative Affairs Services, and such other related services as the Debtors may deem just and desirable in these Chapter 11 cases, and I have reviewed with Keith Kennedy the work performed as

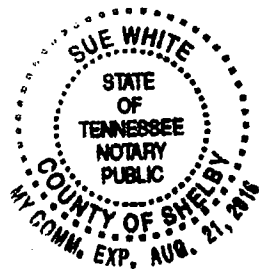
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described in the attached Quarterly Fee Application filed for the three (3) month period ending September 30, 2013 ("Application") relating to the provision of Legislative Affairs Services.

3. I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. L. R. 2016-2 and the Amended Administrative Order under 11 U.S.C. §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members signed April 17, 2002 and submit that the Application substantially complies with such Rule and Order.


E. Franklin Childress, Jr.

SWORN TO AND SUBSCRIBED before me this 23 day of December, 2013.




Notary Public

My Commission Expires: 8-21-2016

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W.R.GRACE & CO., et al.¹) Case No. 01-01139 (JKF)
) (Jointly Administered)
)

FEE DETAIL FOR BAKER, DONELSON'S MONTHLY FEE AND EXPENSE APPLICATIONS
FOR THE PERIOD FROM JULY 1, 2013 THROUGH JULY 31, 2013
FOR LEGISLATIVE AFFAIRS SERVICES

¹ The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a/ Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc. Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (fka Grace Cocoa management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc, Grace H-Gm II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenni Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Sourthern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

JULY 2013 FEES FOR MR. KENNEDY AND MR. CORCORAN

Date	Hours	Description
07/08	10.0	Week Two - Monitor and report on legislative and regulatory developments affecting IRIS, rare earth, alternative fuels and refineries, TSCA confidential business information, asbestos trust legislation, Superfund and Clean Air Act issues, EPA appropriations and the EPA study of Libby asbestos; Participate in LAA conference call with client.
07/15	10.0	Week Three - Monitor and report on legislative and regulatory developments affecting IRIS, rare earth, alternative fuels and refineries, TSCA confidential business information, asbestos trust legislation, Superfund and Clean Air Act issues, EPA appropriations and the EPA study of Libby asbestos; Participate in LAA conference call with client.
07/22	20.0	Week Four - Monitor and report on legislative and regulatory developments affecting IRIS, rare earth, alternative fuels and refineries, TSCA confidential business information, asbestos trust legislation, Superfund and Clean Air Act issues, EPA appropriations and the EPA study of Libby asbestos; Meetings with House and Senate Interior Appropriations staff; Participate in LAA conference call with client.
07/29	20.0	Week Five - Monitor and report on legislative and regulatory developments affecting IRIS, rare earth, alternative fuels and refineries, TSCA confidential business information, asbestos trust legislation, Superfund and Clean Air Act issues, EPA appropriations and the EPA study of Libby asbestos; Meetings with House and Senate Interior Appropriations staff; Participate in LAA conference call with client.

JULY 2013 EXPENSES FOR MR. KENNEDY AND MR. CORCORAN

W.R. Grace Expenses		
Client #2850487-000001		
Itemized and summarized through 07/31/13		
Description	Date	Amount
Cabfare - Mr. Kennedy	06/20/13	\$20.00
To/From Hill Meeting		
Total		\$20.00

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
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W.R.GRACE & CO., et al. ¹)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
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AUGUST 2013 FEES FOR MR. KENNEDY AND MR. CORCORAN

Date	Hours	Description
07/01	5.0	Week One - Monitor and report on legislative and regulatory developments affecting IRIS, rare earth, alternative fuels and refineries, TSCA confidential business information, asbestos trust legislation, Superfund and Clean Air Act issues, EPA appropriations and the EPA study of Libby asbestos; Attend Senate hearing; Participate in LAA conference call with client.
07/05	15.0	Week Two - Monitor and report on legislative and regulatory developments affecting IRIS, rare earth, alternative fuels and refineries, TSCA confidential business information, asbestos trust legislation, Superfund and Clean Air Act issues, EPA appropriations and the EPA study of Libby asbestos.
07/12	15.0	Week Three - Monitor and report on legislative and regulatory developments affecting IRIS, rare earth, alternative fuels and refineries, TSCA confidential business information, asbestos trust legislation, Superfund and Clean Air Act issues, EPA appropriations and the EPA study of Libby asbestos; Participate in LAA conference call with client.
07/19	20.0	Week Four - Monitor and report on legislative and regulatory developments affecting IRIS, rare earth, alternative fuels and refineries, TSCA confidential business information, asbestos trust legislation, Superfund and Clean Air Act issues, EPA appropriations and the EPA study of Libby asbestos; IRIS meetings with House Science Committee staff; Participate in LAA conference call with client.
07/26	5.0	Week Five - Monitor and report on legislative and regulatory developments affecting IRIS, rare earth, alternative fuels and refineries, TSCA confidential business information, asbestos trust legislation, Superfund and Clean Air Act issues, EPA appropriations and the EPA study of Libby asbestos.

AUGUST 2013 EXPENSES FOR MR. KENNEDY AND MR. CORCORAN

W.R. Grace Expenses		
Client #2850487-000001		
Itemized and summarized through 08/31/13		
Description	Date	Amount
Total		

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W.R.GRACE & CO., et al. ¹)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
)	

**FEE DETAIL FOR BAKER, DONELSON'S MONTHLY FEE AND EXPENSE APPLICATIONS
FOR THE PERIOD FROM SEPTEMBER 1, 2013 THROUGH SEPTEMBER 30, 2013
FOR LEGISLATIVE AFFAIRS SERVICES**

¹ The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn. A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a/ Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc. Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (fka Grace Cocoa management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II, Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc, Grace H-Gm II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenni Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolity Enterprises Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, In.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Sourhern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

SEPTEMBER 2013 FEES FOR MR. KENNEDY AND MR. CORCORAN

Date	Hours	Description
09/02	15.0	Week One - Monitor and report on legislative and regulatory developments affecting IRIS, rare earth, alternative fuels and refineries, TSCA confidential business information, asbestos trust legislation, Superfund and Clean Air Act issues, EPA appropriations and the EPA study of Libby asbestos.
09/09	15.0	Week Two - Monitor and report on legislative and regulatory developments affecting IRIS, rare earth, alternative fuels and refineries, TSCA confidential business information, asbestos trust legislation, Superfund and Clean Air Act issues, EPA appropriations and the EPA study of Libby asbestos; Participate in LAA conference call with client.
09/16	15.0	Week Three - Monitor and report on legislative and regulatory developments affecting IRIS, rare earth, alternative fuels and refineries, TSCA confidential business information, asbestos trust legislation, Superfund and Clean Air Act issues, EPA appropriations and the EPA study of Libby asbestos; Participate in LAA conference call with client.
09/23	15.0	Week Four - Monitor and report on legislative and regulatory developments affecting IRIS, rare earth, alternative fuels and refineries, TSCA confidential business information, asbestos trust legislation, Superfund and Clean Air Act issues, EPA appropriations and the EPA study of Libby asbestos; Participate in LAA conference call with client; Telephone conferences with client.

SEPTEMBER 2013 EXPENSES FOR MR. KENNEDY AND MR. CORCORAN

W.R. Grace Expenses		
Client #2850487-000001		
Itemized and summarized through 09/30/13		
Description	Date	Amount
Photocopying - 195 Pgs.	09/09/13	19.50
Shipping Expense - FedEx	09/09/13	12.34
Total		\$31.84